

UNITED STATES CELLULAR CORP
Form 8-K
May 25, 2018

UNITED
STATES
SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

FORM 8-K

CURRENT
REPORT

Pursuant to
Section 13 or
15(d) of

the Securities
Exchange Act of
1934

Date of Report
(Date of earliest
event reported):
May 22, 2018

UNITED STATES CELLULAR
CORPORATION
(Exact name of registrant as specified
in its charter)

Delaware 001-09712 62-1147325
(State (I.R.S.
or Employer
other (Commission Identification
jurisdiction No.)
of
File Number)

incorporation
or
organization)

8410 West Bryn Mawr, Chicago,
Illinois 60631
(Address of principal executive
offices) (Zip code)

Registrant's telephone number,
including area code: (773) 399-8900

Not Applicable
(Former name or former address, if
changed since last report)

Check the appropriate box below if
the Form 8-K filing is intended to
simultaneously satisfy the filing
obligation of the registrant under any
of the following provisions (see
General Instruction A.2. below):

Written communications pursuant to
Rule 425 under the Securities Act
(17 CFR 230.425)

Soliciting material pursuant to Rule
14a-12 under the Exchange Act (17
CFR 240.14a-12)

Pre-commencement
communications pursuant to Rule
14d-2(b) under the Exchange Act
(17 CFR 240.14d-2(b))

Pre-commencement
communications pursuant to Rule
13e-4(c) under the Exchange Act
(17 CFR 240.13e-4(c))

Indicate by check mark whether the
registrant is an emerging growth
company as defined in Rule 405 of the
Securities Act of 1933 (§230.405 of
this chapter) or Rule 12b-2 of the
Securities Exchange Act of 1934
(§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Shareholders on May 22, 2018, the following number of votes were cast for the matters indicated. The following voting results are final.

1. Election of Directors:

The following directors received the following votes and were elected:

a. For the election of three Directors of U.S. Cellular by the holders of Common Shares:

| Nominee | For | Withhold | Broker Non-vote |
|-----------------------|------------|----------|-----------------|
| J. Samuel Crowley | 49,093,567 | 699,013 | 1,212,731 |
| Gregory P. Josefowicz | 49,493,305 | 299,275 | 1,212,731 |
| Cecelia D. Stewart | 49,513,762 | 278,818 | 1,212,731 |

b. For the election of eight Directors of U.S. Cellular by the holder of Series A Common Shares:

| Nominee | For | Withhold | Broker Non-vote |
|-----------------------|-------------|----------|-----------------|
| Steven T. Campbell | 330,058,770 | - | - |
| LeRoy T. Carlson, Jr. | 330,058,770 | - | - |
| Walter C.D. Carlson | 330,058,770 | - | - |
| Ronald E. Daly | 330,058,770 | - | - |
| Harry J. Harczak, Jr. | 330,058,770 | - | - |
| Kenneth R. Meyers | 330,058,770 | - | - |
| Peter L. Sereda | 330,058,770 | - | - |
| Kurt B. Thaus | 330,058,770 | - | - |

2. Proposal to ratify the selection of PricewaterhouseCoopers LLP as Independent Registered Public Accountants for 2018:

This proposal received the following votes and was approved:

| For | Against | Abstain | Broker Non-vote |
|-----|---------|---------|-----------------|
|-----|---------|---------|-----------------|

380,909,138 152,460 2,483 -

3. Proposal to approve, on an advisory basis, the compensation of our named executive officers as disclosed in U.S. Cellular's Proxy Statement dated April 10, 2018 (commonly known as "Say-on-Pay"):

This proposal received the following votes and was approved:

| For | Against | Abstain | Broker Non-vote |
|-----|---------|---------|-----------------|
|-----|---------|---------|-----------------|

| | | | |
|-------------|---------|--------|-----------|
| 379,278,244 | 526,002 | 47,104 | 1,212,731 |
|-------------|---------|--------|-----------|

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNITED STATES CELLULAR
CORPORATION
(Registrant)

Date: May 25, 2018 By: /s/ Steven T. Campbell
Steven T. Campbell
Executive Vice President - Finance,
Chief Financial Officer and Treasurer
(principal financial officer)